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In an interesting chapter on the "corporation sole," Mr. Carr points out that this invention, "so proudly described by Blackstone, had turned out a failure. . . . It is the supreme test of the true corporation that its abstract personality should be independent of that of the sum of its members. The corporation sole cannot pass this test." Thus the fee simple is not vested in the abstract entity, but is declared to be in abeyance when the parson of a church dies; the corporation sole and its sole corporator are not regarded as two separate bodies in their dealings with one another; nor are there any instances in which a sole corporation has been sued by its sole corporator. "It is a fiction, but not fictitious enough for this."

The limits of this review forbid making many selections from Mr. Carr's book, but attention should be given to the excellent chapter, "The Corporation in the Courts." In this chapter, the author shows how by means of the doctrine of *ultra vires* results are reached which would not be reached at common law nor in equity; and in the section, "The Liability of a Corporation apart from Contracts," he demonstrates, after a careful collection of successive decisions, that an *ultra vires* act, though void, is none the less a corporate act; and he shows how gradually the principle of corporate liability has been extended to include "sins of commission."

To those who have not studied corporation law Mr. Carr's book would not be easy reading; but to those who have, it would repay the time that would be given it.

S. H. E. F.

THE CONSTITUTIONAL HISTORY OF NEW YORK. From the beginning of the colonial period to the year 1905, showing the origin, development, and judicial construction of the Constitution. By Charles Z. Lincoln. In five volumes. Rochester: The Lawyers' Co-Operative Publishing Company. 1906. pp. xxx, 756; xvii, 725; xviii, 757; xxvi, 800; 551. 8vo.

The first impression of this book is the astounding industry of the author in his examination of forgotten sources of information as to the earlier forms of the constitution of the state of New York. Beginning with the colonial charters and coming down through each successive form of the constitution of the state and its amendments, the author has minutely examined the records of conventions and contemporary conditions so that the book does show, as to each successive form of each clause of the constitution, where it originated and how, and why it became embodied in the constitution. The several forms of the constitution and the constitutional conventions are treated chronologically, but by means of cross references a topical treatment has been successfully carried out, and for the purposes of reference by this book any particular clause of the constitution can be traced back, through its various forms.

The main value of the work lies in the completeness of its topical analyses and the presentation of original sources of information as to the separate clauses of the constitution and their meaning. No other book has done that for the constitution of New York, and the work is of permanent value as presenting an authoritative statement of the genesis and causes of each separate clause of the constitution. The collation of judicial decisions interpreting the constitution, which makes up one volume of the book, is not notable. The decisions have been collected before with the same fullness, and the author's comments are not particularly illuminating. Unique appendices, however, of the various statutes, arranged both chronologically and topically, which have been passed upon by the New York courts, and declared constitutional or unconstitutional, give the book an immediate and ready value for the practicing lawyer dealing with constitutional questions under the state constitution. How far those lists are complete only the use of the book can tell, but the tables are intelligently compiled and are bound to be valuable.

The style of the book perhaps unavoidably tends to dullness; the personal reflections are hardly illuminating; and the attempts of the author to connect

clauses of the constitution with names of unimportant state statesmen are not worth the labor bestowed upon them. But, by and large, the author has accomplished a stupendous task carefully and well. J. P. C., JR.

A SELECTION OF CASES ON DOMESTIC RELATIONS AND THE LAW OF PERSONS. By Edwin H. Woodruff. Second Edition, enlarged. New York: Baker, Voorhis & Company. 1905. pp. xv, 624. 8vo.

The second edition of Professor Woodruff's "Selection of Cases on Domestic Relations and the Law of Persons" includes the same topics as the first edition, which has heretofore been noticed in this magazine.¹ This edition has been enlarged by the addition of a considerable number of recent cases, especially on the conflict of jurisdiction in divorce actions, and by brief notes. The excellent selection of cases in the first edition is maintained in the added cases. The space given the various topics is well proportioned. That the book is in its second edition and is in use in eight schools is sufficient evidence of its merit. It may not be unfitting, however, to refer to two features in which it would seem possible to improve it.

In common with a number of other case-books, Professor Woodruff has inserted extracts from decisions without any statement of the facts on which the decision is based. One of these, for example, is the extract from the decision in *Sims v. Ricketts*, p. 159. It is admirable in itself, but in a case-book for teaching by the inductive method it is submitted that such extracts are of little value. If carried to an extreme, the result would be neither case-book nor text-book. Such extracts cannot be of much service in discussion and may confuse the student.

The second point is the suggestion that in an appendix there be given a complete statement of all the statutes of some jurisdiction on the law of Husband and Wife and of Marriage. This can be done in a few pages. The legislation is more nearly similar than may be supposed, and would do much to emphasize the excellent exposition of the common law in Professor Woodruff's cases, and assist in showing the tendency of legislation in recent years. N. A.

A TREATISE ON THE INCORPORATION AND ORGANIZATION OF CORPORATIONS created under the "Business Corporation Acts" of the several states and territories of the United States. By Thomas G. Frost. Second Edition, enlarged and revised. Boston: Little, Brown and Company. 1906. pp. xv, 698. 8vo.

The author in this book has accomplished a valuable work in presenting a comparative analysis of the incorporation acts of the various commonwealths. He has gathered together and tabulated in an admirable way much practical information concerning them. The forms for corporate charters, resolutions, etc., prepared by him, cannot but be helpful to the practitioner. The author is to be complimented upon his method of analysis, and for the clearness with which he expresses himself. In this regard his work might well be taken as a model by many of the text-writers of the present day. He has pointed out similarities and dissimilarities, wise and unwise provisions, in the different incorporation statutes, and it is to be hoped that his work is the beginning of an attempt to bring about some uniformity in the corporation laws of our different states. The author's treatment of the very perplexing problem of collateral attack upon corporation organization, stockholders' liability, and the control of

¹ 11 HARV. L. REV. 204.